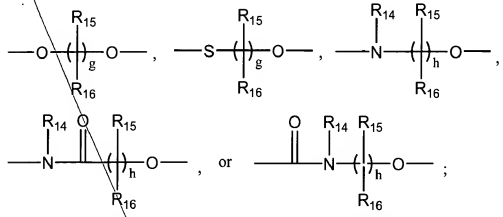
A is -O-, -S-, -SO-, $-SO_2-$, $-NR_{13}-$, -C(O)-, $-N(R_{14})C(O)-$, $-C(O)N(R_{15})-$, $-N(R_{14})C(O)N(R_{15})-$, $-C(R_{14})=N-$, a chemical bond,



B is –O-, -S-, -SO-, $-SO_2-$, $-NR_{17}-$, a chemical bond, ethynylene, -C(O)-, $-N(R_{18})C(O)-$, or $-C(O)NR_{18}-$;

D is –O-, -S-, $-NR_{19}-$, a chemical bond, ethynylene, $-N(R_{20})C(O)-$, -C(O)-, or $-C(O)N(R_{20})-$;

E is a chemical bond or an ethylene group;

a is 0-4;

b is 0-4;

c is 0-4;

d is 0-5;

e is 0-4;

f is 0-6;

g is 1-4;

h is 1-4;

R_1, R_3, R_5, R_7, R_9, and R_{11}, are independently hydrogen, halogen, alkyl, carboxyl, alkoxycarbonyl or aralkyl;

R_2, R_4, R_6, R_8, R_{10} and R_{12}, are independently $-(CH_2)_q-X$;

q is 0-3;

X is hydrogen, halogen, alkyl, alkenyl, cycloalkyl, heterocyclyl, aryl, heteroaryl, aralkyl, heteroaralkyl, hydroxy, alkoxy, aralkoxy, heteroaralkoxy, carboxyl, alkoxycarbonyl, tetrazolyl, acyl, acyl$HNSO_2-$, $-SR_{23}$, Y^1Y^2N- or Y^3Y^4NCO-;

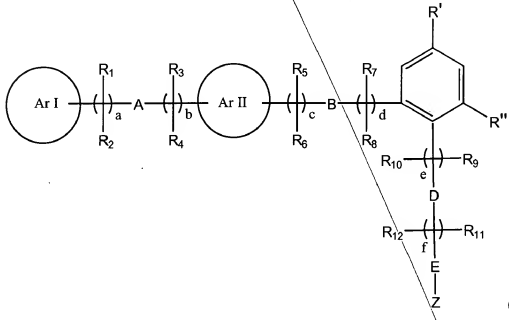
Y^1 and Y^2 are independently hydrogen, alkyl, aryl, aralkyl or heteroaralkyl, or one of Y^1 and Y^2 is hydrogen or alkyl and the other of Y^1 and Y^2 is acyl or aroyl;

Y^3 and Y^4 are independently hydrogen, alkyl, aryl, aralkyl or heteroaralkyl;
Z is $R_{21}O_2C$-, $R_{21}OC$-, cyclo-imide, -CN, $R_{21}O_2SHNCO$-, $R_{21}O_2SHN$-, $(R_{21})_2NCO$-, $R_{21}O$- 2,4-thiazolidinedionyl, or tetrazolyl; and
R_{21} is hydrogen, alkyl, aryl, cycloalkyl, or aralkyl;
R_{13}, R_{17}, R_{19} and R_{23} are independently $R_{22}OC$-, $R_{22}NHOC$-, hydrogen, alkyl, aryl, heteroaryl, cycloalkyl, heterocyclyl, heteroaralkyl, or aralkyl;
R_{14}, R_{15}, R_{16}, R_{18} and R_{20} are independently hydrogen, alkyl, aralkyl, carbonyl, or alkoxycarbonyl;
or R_{14}, and R_{15} taken together with the carbon and nitrogen atoms through which they are linked form a 5 or 6-membered azaheterocyclyl group; or
when a is 2-4, then vicinal R_1 radicals taken together with the carbon atoms to which the R_1 radicals are linked form an ethylene group;or
when b is 2-4, then vicinal R_3 radicals taken together with the carbon atoms to which the R_3 radicals are linked form an ethylene group; or
when c is 2-4, then vicinal R_5 radicals taken together with the carbon atoms to which the R_5 radicals are linked form an ethylene group; or
when d is 2-5, then vicinal R_7 radicals taken together with the carbon atoms to which the R_7 radicals are linked form an ethylene group; or
when e is 2-4, then vicinal R_9 radicals taken together with the carbon atoms to which the R_9 radicals are linked form an ethylene group; or
when f is 2-6, then vicinal R_{11} radicals taken together with the carbon atoms to which the R_{11} radicals are linked form an ethylene group; and
R_{22} is hydrogen, alkyl, aryl, heteroaryl, cycloalkyl, heterocyclyl, heteroaralkyl, or aralkyl; or
a pharmaceutically acceptable salt thereof, an N-oxide thereof, a hydrate thereof or a solvate thereof.

20. (Amended) A compound according to claim 1 wherein 

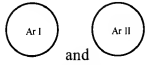
is an optionally substituted quinolinyl, quinoxalinyl, quinazolinyl, isoquinolinyl, *N*-alkyl-quinolin-4-onyl, quinazolin-4-onyl, benzoxazolyl, benzimidazolyl, benzothiazolyl, benzofuranyl, benzothiophenyl, indolinyl oxazolyl, thiazolyl, oxadiazolyl isoxazolyl, imidazolyl, pyrazol-yl, thiadiazolyl, triazolyl, pyridyl pyrimidinyl, pyrazinyl, pyridazinyl, phenyl, or napthalenyl group, wherein the substituent is a ring system substituent.

27. (Amended) A compound of formula (Ia)



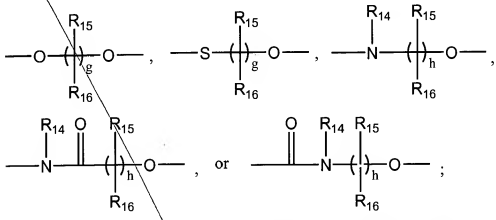
(Ia)

wherein:



and are independently aryl, fused arylcycloalkenyl, fused arylcycloalkyl, fused arylheterocyclenyl, fused arylheterocyclyl, heteroaryl, fused heteroarylcycloalkenyl, fused heteroarylcycloalkyl, fused heteroarylheterocyclenyl, or fused heteroarylheterocyclyl;

A is -O-, -S-, -SO-, $-SO_2-$, $-NR_{13}-$, $-C(O)-$, $-N(R_{14})C(O)-$, $-C(O)N(R_{15})-$, $-N(R_{14})C(O)N(R_{15})-$, $-C(R_{14})=N-$, a chemical bond,



B is –O-, -S-, -SO-, $-SO_2-$, $-NR_{17}-$, a chemical bond, ethynylene, $-C(O)-$, $-N(R_{18})C(O)-$, or $-C(O)NR_{18}-$;

D is –O-, -S-, $-NR_{19}-$, a chemical bond, ethynylene, $-N(R_{20})C(O)-$, $-C(O)-$, or $-C(O)N(R_{20})-$;

E is a chemical bond or an ethylene group;

a is 0-4;

b is 0-4;

c is 0-4;

d is 0-5;

e is 0-4;

f is 0-6;

g is 1-4;

h is 1-4;

R_1, R_3, R_5, R_7, R_9, and R_{11}, are independently hydrogen, halogen, alkyl, carboxyl, alkoxycarbonyl or aralkyl;

R_2, R_4, R_6, R_8, R_{10} and R_{12}, are independently $-(CH_2)_q-X$;

q is 0-3;

X is hydrogen, halogen, alkyl, alkenyl, cycloalkyl, heterocyclyl, aryl, heteroaryl, aralkyl, heteroaralkyl, hydroxy, alkoxy, aralkoxy, heteroaralkoxy, carboxyl, alkoxycarbonyl, tetrazolyl, acyl, acylHNSO$_2$-, $-SR_{23}$, Y^1Y^2N- or Y^3Y^4NCO-;

Y^1 and Y^2 are independently hydrogen, alkyl, aryl, aralkyl or heteroaralkyl, or one of Y^1 and Y^2 is hydrogen or alkyl and the other of Y^1 and Y^2 is acyl or aroyl;

Y^3 and Y^4 are independently hydrogen, alkyl, aryl, aralkyl or heteroaralkyl;
Z is $R_{21}O_2C$-, $R_{21}OC$-, cyclo-imide, -CN, $R_{21}O_2SHNCO$-, $R_{21}O_2SHN$-, $(R_{21})_2NCO$-, $R_{21}O$- 2,4-thiazolidinedionyl, or tetrazolyl;
R' and R'' are ring system substituents;
R_{21} is hydrogen, alkyl, aryl, cycloalkyl, or aralkyl;
R_{13}, R_{17}, R_{19} and R_{23} are independently $R_{22}OC$-, $R_{22}NHOC$-, hydrogen, alkyl, aryl, heteroaryl, cycloalkyl, heterocyclyl, heteroaralkyl, or aralkyl;
R_{14}, R_{15}, R_{16}, R_{18} and R_{20} are independently hydrogen, alkyl, aralkyl, carbonyl, or alkoxycarbonyl;
or R_{14}, and R_{15} taken together with the carbon and nitrogen atoms through which they are linked form a 5 or 6-membered azaheterocyclyl group; or
when a is 2-4, then vicinal R_1 radicals taken together with the carbon atoms to which the R_1 radicals are linked form an ethylene group;or
when b is 2-4, then vicinal R_3 radicals taken together with the carbon atoms to which the R_3 radicals are linked form an ethylene group; or
when c is 2-4, then vicinal R_5 radicals taken together with the carbon atoms to which the R_5 radicals are linked form an ethylene group; or
when d is 2-5, then vicinal R_7 radicals taken together with the carbon atoms to which the R_7 radicals are linked form an ethylene group; or
when e is 2-4, then vicinal R_9 radicals taken together with the carbon atoms to which the R_9 radicals are linked form an ethylene group; or
when f is 2-6, then vicinal R_{11} radicals taken together with the carbon atoms to which the R_{11} radicals are linked form an ethylene group; and
R_{22} is hydrogen, alkyl, aryl, heteroaryl, cycloalkyl, heterocyclyl, heteroaralkyl, or aralkyl; or
a pharmaceutically acceptable salt thereof, an N-oxide thereof, a hydrate thereof or a solvate thereof.

31. (Amended) A compound according to claim 27 wherein

Aa3

a = 1 or 2;

A is -O-;

b = 0;

R_1, R_2, R_7 and R_8 are independently hydrogen;

is optionally substituted phenyl;

c = 0;

B is -O-;

d = 1;

e = 0;

f = 0;

D and E are a chemical bond;

R' is hydrogen, halo or benzyloxy;

R" is lower alkyl;

Z is $-CO_2H$.

32. (Amended) A compound according to claim 27 wherein:

a = 1 or 2;

A is -O-;

b = 0;

R_1, R_2, R_5 and R_6 are independently hydrogen;

is optionally substituted phenyl;

c = 1;

B is -O-;

d = 0;

e = 0;

f = 0;

D and E are a chemical bond;

R' is hydrogen, halo or benzyloxy;

R" is lower alkyl;

Z is $-CO_2H$.

AO 3

33. A compound according to claim 27 wherein:

a = 1 or 2;

A is -O-;

b = 0;

R_1, R_2, R_7, R_8, R_{11} and R_{12} are independently hydrogen;

is optionally substituted phenyl;

c = 0;

B is -O-;

d = 1;

e = 0;

f = 1;

D and E are a chemical bond;

R' is halo;

R" is lower alkyl;

Z is $-CO_2H$.

34. (Amended) A compound according to claim 27 wherein:

a = 1;

A is -O-;

b = 0;

c = 0-1;

B is -O-;

d = 0 or 1, wherein c+d = 1 or 2;

e = 0;

f = 0;

a03

D and E are a chemical bond;
R' is hydrogen, aralkoxy, or halo;
R" is lower alkyl;
Z is $-CO_2H$.

a04

89. (New) A compound as claimed in claim 20, wherein the ring system substituent is selected from the group consisting of phenyl, substituted-phenyl, thienyl, substituted thienyl, cycloalkyl, lower alkyl, branched alkyl, fluoro, chloro, alkoxy, aralkyloxy, trifluoromethyl and trifluoromethyloxy.

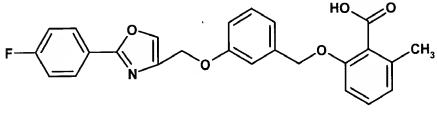
90. (New) A compound as claimed in claim 31, wherein R" is methyl.

91. (New) A compound as claimed in claim 32, wherein R" is methyl.

92. (New) A compound as claimed in claim 33, wherein R" is methyl.

93. (New) A compound as claimed in claim 34, wherein R" is methyl.

94. (New) A compound as claimed in claim 1, wherein the compound is



In the Abstract:

Please delete the current Abstract and replace it with the Abstract attached to the end of this Preliminary Amendment.